

RECORDATION NO. 18659-00 FILED

MAY 6 '98 11:56AM

RECORDATION NO. 18636-00 FILED 1495

MK RAIL CORPORATION

SEP 29 1994 - 12:20AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

MK RAIL CORPORATION (the "Manufacturer"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1994-2), dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), the equipment more particularly described on the attached Schedule 1, which schedule is incorporated herein by this reference.

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that the Manufacturer is the sole owner of the Units; that the Units are newly remanufactured, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, MK Rail Corporation has caused this instrument to be executed on its behalf by a Senior Vice President of MK Rail Corporation and attested by an Assistant Secretary of MK Rail Corporation who are thereunto duly authorized, this 29 day of September, 1994.

MK RAIL CORPORATION

By John P. O'Sullivan  
Title: Senior Vice President

Attest: John L. B.  
Title: Assistant Secretary

18659-P